

LISTING APPLICATION TO
NEW YORK STOCK EXCHANGE, INC.

CLEVELAND PUBLIC LIBRARY
BUSINESS INF. BUR.
CORPORATION FILE

B-4228
May 29, 1974

McDONALD'S CORPORATION

115,000 ADDITIONAL SHARES OF
COMMON STOCK CONSISTING OF

A MAXIMUM OF 40,000 SHARES OF COMMON STOCK TO BE ISSUED
IN EXCHANGE FOR ALL OF THE ASSETS OF SEATTLE FOOD SERVICE
CORP. AND TACOMA FOOD SERVICE CORP. AND

A MAXIMUM OF 45,000 SHARES OF COMMON STOCK TO BE ISSUED IN
EXCHANGE FOR THE CAPITAL STOCK OF LINDA GAY CORPORATION

AND

A MAXIMUM OF 30,000 SHARES OF COMMON STOCK TO BE ISSUED IN
EXCHANGE FOR THE CAPITAL STOCK OF DONLY, INC., LYDON, INC.,
PURITAS, INC. AND BBS ENTERPRISES, INC.

Number of Shares of Common Stock Issued and Outstanding as of May 14, 1974 39,818,453	Number of Common Stockholders of Record as of May 14, 1974 21,434
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DESCRIPTION OF TRANSACTIONS

SEATTLE-TACOMA

Pursuant to an Agreement and Plan of Reorganization dated April 30, 1974 between McDonald's Corporation (the "Company") and Seattle Food Service Corp. and Tacoma Food Service Corp. and their respective stockholders, Peter G. Tjenos, Geneva P. Tjenos, Charles G. Bez, Darrold E. Kirwan and Charles F. Loeffel (the "Stockholders")—Darrold E. Kirwan is not a stockholder of Tacoma Food Service Corp.—the Company has acquired all of the assets, both tangible and intangible of Seattle Food Service Corp. and Tacoma Food Service Corp.

The consideration to be paid by the Company pursuant to the agreement consists of a number of shares of its common stock determined by dividing \$1,805,000 (plus or minus certain amounts as provided in the Agreement) by 52,475.

The Company will retain 10% of the shares of stock so issued, or in lieu thereof will accept the cash item equivalent, in escrow for two years to secure it against any breach by Seattle Food Service Corp., Tacoma Food Service Corp., or by the Stockholders of any warranty, representation or agreement made by them in connection with the transaction described herein. The Stockholders will be entitled to receive all dividends and other distributions on, and to exercise all voting rights with respect to the shares so retained in escrow. Shares not distributed shall be cancelled.

Included In Exhibit A hereto is a brief description of history and business of the Seattle Food Service Corp and Tacoma Food Service Corp. and in Exhibit B hereto, the recent financial statement of Seattle Food Service Corp. and Tacoma Food Service Corp.

SAN BERNARDINO

Pursuant to an Agreement and Plan of Reorganization dated April 29, 1974 between McDonald's Corporation (the "Company"), McDonald's Merger Corporation ("MMC") and Linda Gay Corpora-

tion, Janyce H. Sullivan and the Title Insurance and Trustee Company, Trustee ("Stockholders") Linda Gay Corporation was merged into MMC, a wholly owned subsidiary of the Company.

The consideration to be paid by the Company pursuant to the Agreement consists of a number of shares of its common stock determined by dividing \$2,100,000 (plus or minus certain amounts as provided in the Agreement) by 56.6125.

The Company will retain 10% of the shares of stock so issued, or in lieu thereof will accept the cash item equivalent, in escrow for two years to secure it against any breach by Linda Gay Corporation or by the Stockholders of any warranty, representation or agreement made by them in connection with the transaction described herein. The Stockholders will be entitled to receive all dividends and other distributions on, and to exercise all voting rights with respect to the shares so retained in escrow. Shares not distributed shall be cancelled.

Included in Exhibit A hereto is a brief description of history and business of Linda Gay Corporation and in Exhibit B hereto, the recent financial statement of Linda Gay Corporation.

CLEVELAND—BOODEL

Pursuant to an Agreement and Plan of Reorganization dated as of April 30, 1974 between McDonald's corporation (the "Company") McDonald's of Parma Heights 6113 OH, Inc., McDonald's of Brook Park 6114 OH, Inc., McDonald's of Cleveland—Puritas 6115 OH, Inc., and McDonald's Cleveland Mgt., Inc. (wholly owned subsidiaries of the Company, collectively called "Subsidiaries") and Donly, Inc., Lydon, Inc., Puritas, Inc., BBS Enterprises, Inc. (the "Corporations") and their stockholders Donald D. Boodel, Sr., Donald D. Boodel, Jr., Frances J. Boodel and Walter L. Schmidt (the "Stockholders") the Corporations were merged into the Subsidiaries as follows: Donly Inc. merged into McDonald's of Parma Hgts. 6113 OH, Inc., Lydon, Inc. merged into McDonald's of Brook Park 6114 OH, Inc., Puritas, Inc. merged into McDonald's of Cleveland—Puritas 6115 OH, Inc. and BBS Enterprises, Inc. merged into McDonald's Cleveland Mgt., Inc.

The consideration to be paid by the Company pursuant to the Agreement consists of a number of its common stock determined by dividing \$1,486,544 (plus or minus certain amounts as provided in the Agreement) by 56.775.

The Company will retain 10% of the shares of stock so issued, or in lieu thereof will accept the cash equivalent, in escrow for three years to secure it against any breach by the Corporation or by the Stockholders of any warranty, representation or agreement made by them in connection with the transaction described herein. The Stockholders will be entitled to receive all dividends and other distributions on, and to exercise all voting rights with respect to the shares so retained in escrow. Shares not distributed shall be cancelled.

Included in Exhibit A hereto is a brief description of history and business of the Corporations and in Exhibit B hereto, the recent financial statement of the Corporations.

PURPOSE OF ACQUISITIONS

The Company believes that the acquisitions are desirable because it will enable the Company to operate directly, rather than through licensees, a number of McDonald's restaurants whose proximity makes possible more economical and efficient operation.

Prior to the commencement of negotiations in connection with the transactions, the Company, through certain of its officers, employees and agents, investigated the financial condition, properties, management and markets of the acquired businesses and the value of the stock and assets which were to be acquired. The Agreements were entered into as a result of arms-length negotiations. The purchase price agreed upon was based upon the underlying value of the assets and earning power of the acquired businesses. No officer, director or principal stockholder of the Company, or any of its subsidiaries, had any direct or indirect beneficial interest in any of the stock or assets being acquired.

For accounting purposes, the acquisitions will be treated as a pooling of interests. Such accounting treatment has been reviewed and approved by Arthur Young & Company, the Company's Independent Certified Public Accountants, as being in accordance with generally accepted accounting principles.

RECENT DEVELOPMENTS

Since the latest annual report of the Company, there have been no important developments affecting the Company or its business which have not received publicity.

AUTHORITY FOR ISSUANCE

The Board of Directors of the Company approved and ratified the terms of the Agreements for the acquisitions and authorized the issuance of the Common Stock payable in connection therewith on April 1, 1974, concerning the San Bernardino and the Cleveland-Boodel acquisitions, and on April 25, 1974 concerning the Seattle-Tacoma acquisition.

OPINION OF COUNSEL

Mr. Donald P. Horwitz, 2111 Enco Drive, Oak Brook, Illinois 60521, General Counsel of the Company, has given his opinion to the effect that: (1) the issuance of the shares of Common Stock of the Company in connection with the acquisition described above has been duly authorized; (2) when delivered either at closing or thereafter in connection with the aforesaid acquisitions, the shares of Common Stock of the Company will be validly issued, fully paid and non-assessable; and no personal liability will attach to the holding of such shares under the existing statutes of Delaware, the state in which the Company is incorporated, or under the existing statutes of Illinois, the state in which the Company's principal office is located; (3) registration of the shares of Common Stock to be issued is not required under the Securities Act of 1933, as amended, because the issuance and delivery of such shares in connection with such acquisition will be in connection with a transaction not involving a public offering under Section 4(2) of such Act; (4) registration of the shares of Common Stock to be issued is not required under the Securities Exchange Act of 1934 because such shares are of a class previously registered under that Act.

McDONALD'S CORPORATION

RICHARD J. BOYLAN
Senior Executive Vice President

The New York Stock Exchange, Inc. hereby authorizes for listing, upon official notice of issuance, the following additional shares of Common Stock without par value, of McDonald's Corporation:

a maximum of 40,000 additional shares of Common Stock issuable in exchange for all of the assets of Seattle Food Service Corp. and Tacoma Food Service Corp. and

a maximum of 45,000 additional shares of Common Stock issuable in connection with the merger of Linda Gay Corporation into McDonald's Merger Corporation and

a maximum of 30,000 additional shares of Common Stock issuable in connection with the merger of Donly, Inc., Lydon, Inc., Puritas, Inc. and BBS Enterprises, Inc. into subsidiary corporations of McDonald's Corporation making a total of 41,916,402 shares of Common Stock authorized for listing.

MERLE S. WICK, Vice President
Division of Stock List

JAMES J. NEEDHAM, Chairman of the Board
New York Stock Exchange, Inc.

EXHIBITS

EXHIBIT A

HISTORY AND BUSINESS OF THE SEATTLE-TACOMA CORPORATIONS

Seattle Food Service Corp. owns and operates three McDonald's restaurants in Seattle, Washington. Tacoma Food Service Corp. operates four McDonald's restaurants in Tacoma, Washington.

HISTORY AND BUSINESS OF THE SAN BERNARDINO CORPORATION

Linda Gay Corporation owns and operates four McDonald's restaurants in San Bernardino, California, one McDonald's restaurant in Rialto, California and one McDonald's restaurant in Redlands, California.

HISTORY AND BUSINESS OF THE CLEVELAND-BOODEL CORPORATIONS

Donly, Inc., Lydon, Inc. and Puritas, Inc. each own and operate a McDonald's restaurant in the Cleveland, Ohio area. BBS Enterprises, Inc. is a corporation organized to provide management services to the operating companies.

EXHIBIT B

I, President of Tacoma Food Service Corp. and Seattle Food Service Corp. hereby CERTIFY that I have examined the accompanying balance sheets of such Companies as of March 31, 1974 and the Statements of Income for the period ended March 31, 1974 and, in my opinion, such statements present fairly the financial position of said Companies on March 31, 1974, and the results of their operations for the periods indicated in accordance with generally accepted accounting principles applied on a consistent basis.

PETER G. TJENOS

April 30, 1974

TACOMA FOOD SERVICE CORP.
SEATTLE FOOD SERVICE CORP.

COMBINED BALANCE SHEET

(Unaudited)

March 31, 1974

ASSETS

	Tacoma Food Service Corp.	Seattle Food Service Corp.	Total
Current:			
Cash in Banks	\$ 23,190.48	\$ 8,223.17	\$ 31,413.65
Cash on Hand	3,051.00	1,366.00	4,417.00
Notes Receivable—Employees	5,108.31	750.00	5,858.31
Accounts Receivable—Other	9,437.29	395.00	9,832.29
Accounts Receivable—Robbery Claims	4,555.44	—	4,555.44
Inventories—Food	15,417.00	8,071.99	23,488.99
—Paper	7,585.00	4,570.11	12,155.11
Gift Certificates	192.00	(92.00)	100.00
Total Current Assets	68,536.52	23,284.27	91,820.79
Prepays:			
Leases	448.78	—	448.78
Taxes	11,003.79	9,342.16	20,345.95
Insurance	141.60	—	141.60
Franchise Fee—Net	21,416.16	27,163.78	48,579.94
	<u>33,010.33</u>	<u>36,505.94</u>	<u>69,516.27</u>
Fixed—Net:			
Equipment and Fixtures	52,657.14	105,783.49	158,440.63
Leasehold Improvements	6,698.39	5,889.86	12,588.25
	<u>59,355.53</u>	<u>111,673.35</u>	<u>171,028.88</u>
Other:			
Security Deposit	60,000.00	45,000.00	105,000.00
Utility and Tax Deposits	1,272.00	1,598.14	2,870.14
Franchise Rights	15,000.00	30,000.00	45,000.00
Note Receivable—Stockholder	—	7,700.00	7,700.00
	<u>76,272.00</u>	<u>84,298.14</u>	<u>160,570.14</u>
Total Assets	\$237,174.38	\$255,761.70	\$492,936.08

LIABILITIES

Current:			
Accounts Payable	\$112,787.56	\$ 73,971.67	\$186,759.23
Accrued State and City Business Taxes	10,997.83	12,412.27	23,410.10
Accrued Payroll Taxes	12,578.75	3,477.06	16,055.81
Accrued Wages Payable	9,190.55	13,014.70	12,205.25
Note Payable—Current Portion	5,142.48	22,630.80	27,773.28
Total Current Liabilities	150,697.17	115,506.50	266,203.67
Term:			
Note Payable—Bank—Net	15,831.64	62,852.50	78,684.14
McDonald's Corp.	—	182,995.77	182,995.77
	<u>15,831.64</u>	<u>245,848.27</u>	<u>261,679.91</u>
Stockholder's Equity:			
Capital Stock—Issued and Outstanding	120,000.00	48,000.00	168,000.00
Undistributed Profits	(49,354.43)	(153,593.07)	(202,947.50)
	<u>70,645.57</u>	<u>(105,593.07)</u>	<u>(34,947.50)</u>
Total Liabilities and Stockholders' Equity	\$237,174.38	\$255,761.70	\$492,936.08

TACOMA FOOD SERVICE CORP.
SEATTLE FOOD SERVICE CORP.COMBINED STATEMENT OF EARNINGS
(Unaudited)

Three Months Ended March 31, 1974

	Tacoma Food Service Corp.	Seattle Food Service Corp.	Total
Sales	\$537,345.19	\$230,465.49	\$767,810.68
Sales Tax Expense	(25,515.54)	(11,599.89)	(37,115.43)
Sales Wholesale	136.08	694.68	830.76
Total Sales	511,965.73	219,560.28	731,526.01
Cost of Sales			
Food Usage	198,405.70	89,569.72	287,975.42
Paper Usage	19,978.28	8,819.07	28,797.35
Total Cost of Sales	218,383.98	98,388.79	316,772.77
Gross Profit	293,581.75	121,171.49	414,753.24
Expenses—Schedule	245,961.22	144,321.98	390,283.20
	\$ 47,620.53	\$(23,150.49)	\$ 24,470.04
Depreciation & Amortization	5,376.24	8,116.83	13,493.07
Net Operating Profit (Loss)	42,244.29	(31,267.32)	10,976.97
Other Income & Expense	3,298.87	3,908.73	7,207.60
Net Profit (Loss) Before Taxes	\$ 38,945.42	\$(35,176.05)	\$ 3,769.37

TACOMA FOOD SERVICE CORP.
SEATTLE FOOD SERVICE CORP.

COMBINED EXPENSES

(Unaudited)

Three Months Ended March 31, 1974

	Tacoma Food Service Inc.	Seattle Food Service Inc.	Total
Accounting	\$ 9,393.84	\$ 2,415.16	\$ 11,809.00
Legal	2,050.00	—	2,050.00
Advertising	21,502.56	6,586.81	28,089.37
Giveaway Promotional	511.96	439.12	951.08
Insurance	5,707.76	1,367.80	7,075.56
Service Manager	1,439.10	1,097.80	2,536.90
Service Fee	11,263.25	5,489.01	16,752.26
Manager Salaries	29,648.95	22,395.15	52,044.10
Other Salaries	64,017.05	32,055.80	96,072.85
Payroll Taxes	13,633.88	8,523.89	22,157.77
Operating Supplies	2,821.79	1,097.80	3,919.59
Building Maintenance & Repairs	3,395.73	4,171.65	7,567.38
Linen Service	461.97	—	461.97
Office Expense	2,259.83	1,097.80	3,357.63
Telephone	1,510.90	439.12	1,950.02
Scavenger	1,435.90	1,536.92	2,972.82
Travel & Entertainment	1,059.11	1,536.92	2,596.03
Misc. Outside Service	5,141.07	1,317.36	6,458.43
Rents Paid	36,861.53	21,297.35	58,158.88
Utilities	7,679.49	5,489.01	13,168.50
State Excise Tax	2,245.85	8,437.59	10,683.44
Misc. Expenses	63.48	1,854.12	1,917.60
Armored Car Service	1,023.93	—0—	1,023.93
Auto Expense—Supervisor	486.96	—0—	486.96
Office Rent	1,435.89	1,317.36	2,753.25
Leasing Expense	3,071.79	2,681.53	5,753.32
Special Services	7,188.73	7,684.61	14,873.34
Linen Purchases	411.96	658.68	1,070.64
Equipment Expense	2,047.86	—	2,047.86
Property Taxes	3,952.16	3,114.06	7,066.22
City Business Tax	535.10	219.56	754.66
Licenses	175.00	—	175.00
Theft Expense	1,526.84	—	1,526.84
Total Expense	\$245,961.22	\$144,321.98	\$390,283.20

I, JANYCE H. SULLIVAN, President of Lynda-Gay Corporation, hereby certify that I have examined the accompanying balance sheet of Linda-Gay Corporation as of February 28, 1974 and the statement of income of Linda-Gay Corporation for the period ended February 28, 1974, and that, in my opinion, said statements present fairly the financial operations for the period then ended.

JANYCE H. SULLIVAN

April 29, 1974

LYNDA-GAY CORPORATION

BALANCE SHEET

February 28, 1974

ASSETS

Current assets

Cash (Schedule 1)	\$ 76,620.93
Accounts and notes receivable (Schedule 2)	8,046.62
Food inventory	18,935.63
Paper inventory	6,497.00
Prepaid general insurance	4,053.00
Prepaid unsecured property taxes	3,654.60
Prepaid federal and state income taxes	104,406.71
Prepaid rent, stores	11,250.00
Prepaid rent, office	1,012.50
Marketable securities (Schedule 3)	58,813.95
Total current assets	\$ 293,290.94

Fixed assets

Equipment	\$395,842.43
Signs	66,173.45
Leasehold improvements	365,338.69
Automotive equipment	2,707.45
	\$830,062.02
Less accumulated depreciation and amortization	<u>325,354.45</u>
	504,707.57

Other assets

Unamortized financing expense	\$ 38,649.00
Deposits, McDonalds (Schedule 4)	98,188.00
Deposits, other	325.00
Investments in limited partnerships (Schedule 5)	12,989.74
Real estate, net of \$1,033.67 amortization taken	72,513.33
Franchise fees, net of \$25,347.65 amortization taken	<u>49,652.35</u>
	272,317.42
Total assets	<u>\$1,070,315.93</u>

(Unaudited)

MONTGOMERY TRAIL

LYNDA-GAY CORPORATION

BALANCE SHEET

February 28, 1974

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payable	\$ 6,583.51
Labor taxes payable	5,148.45
Sales tax payable	13,681.64
Real property taxes payable	3,927.81
Workmen's compensation insurance payable	616.01
Wages payable	100,852.39
Federal income tax payable	17,861.63
Current portion of long term debt	14,857.48
Total current liabilities	\$ 163,528.92

Long term debt

Note payable, Bank of California, secured by 40th Street store equipment	\$ 40,444.56
Mortgage note payable, T. J. Bettes Co., secured by Ventura County real estate	90,175.34
	\$130,619.90
Less current portion	14,857.48

Stockholders' equity

Common stock; 10,000 shares of \$1.00 par value issued and outstanding	\$ 10,000.00
Retained earnings, July 1, 1973	734,885.31
Net income from July 1, 1973 through February 28, 1974	46,139.28

791,024.59

Total liabilities and stockholders' equity

\$1,070,315.93

(Unaudited)

LINDA-GAY CORPORATION

INCOME STATEMENT

For the Period July 1, 1973 Through February 28, 1974

Net sales		\$2,284,467.21
Cost of food sales		\$871,590.05
Cost of paper sales		90,831.21
Gross profit on sales		962,421.26
Operating expenses		\$1,322,045.95
Rents		\$182,816.91
Service fees		53,826.43
Linen		9,543.45
Operating supplies		32,634.76
Repairs and maintenance		19,637.58
Employees meals		13,656.67
Cash short		2,315.95
Taxes and licenses		75,541.71
Depreciation and amortization		45,198.36
Salaries and wages		646,515.99
Insurance		24,472.91
Telephone		1,798.69
Utilities		35,064.24
Office supplies		883.62
Travel		7,758.41
Advertising and promotion		82,700.47
Legal and outside accounting		7,609.24
Net operating income		1,241,975.39
Other income		\$ 80,070.56
Interest earned		\$ 7,444.72
Gain on assets sold		17,470.83
Dividends received		50.00
Partnership income (loss)		(10,998.50) 13,967.05
		\$ 94,037.61
Interest expense		8,057.00
Net income before income taxes		\$ 85,980.61
Federal and state income taxes		39,841.33
Net income		\$ 46,139.28
Net income per common share		\$ 4.61
(Unaudited)		

LINDA-GAY CORPORATION

SCHEDULES SUPPORTING STATEMENT OF FINANCIAL CONDITION

For the Period July 1, 1973 Through February 28, 1974

Cash, Schedule 1

Cash in Bank of California—General	\$68,545.93
Cash in Bank of California—Payroll	1,000.00
Cash in Bank of California—Sales tax deposit	3,500.00
Change funds	3,275.00
Petty cash	300.00
	<u>\$76,620.93</u>

Accounts and notes receivable, Schedule 2

Unsold gift certificates	\$ 427.50
Refund receivable, County of San Bernardino personal property tax	577.57
Account receivable, Janyce H. Sullivan	28.73
Note receivable, Russell Olsen, including accrued interest of \$115.40 calculated at 10% of the average unpaid balance	1,094.40
Note receivable, Seymour Meadows, including accrued interest of \$118.42 at 7% simple interest	5,918.42
	<u>\$ 8,046.62</u>

(Unaudited)

LINDA-GAY CORPORATION

SCHEDULES SUPPORTING STATEMENT OF FINANCIAL CONDITION

For the Period July 1, 1973 Through February 28, 1974

	Market or Other Agreed Upon Value	Cost or Book Value
Marketable securities, Schedule 3		
McDonald's Corporation common stock; 1,400 shares	\$ 79,257.50	\$20,977.00
International Systems and Controls common stock; 400 shares	14,500.00	9,400.00
Whittaker Corporation 10% subordinated debentures due 7-1-88; 14,500 units	12,325.00	17,980.00
State of California, County of Mendocino, Brooktrails Resort Improve- ment District Bonds:		
2—Series 68-1C, 6%, due 7-2-78	1,856.00	1,908.97
4—Series 69-1D, 6%, due 7-2-79	3,696.00	3,739.00
2—Series 68-1F, 6%, due 7-2-77	1,866.00	1,909.12
3—Series 69-1D, 6%, due 7-2-76	2,814.00	2,899.86
	<u>\$116,314.50</u>	<u>\$58,813.95</u>
Deposits, McDonald's, Schedule 4		
Security deposits		\$90,000.00
Deposit, beef cost, to be credited against future advertising		8,188.00
		<u>\$98,188.00</u>
Investments in limited partnerships, Schedule 5	Cost	Book Value
Century Property Fund—1970	\$ 50,000.00	\$
Century Property Fund—1972	15,000.00	18,640.76
Property Research Corporation		
College Grove Fund	11,322.11	
Scott Valley Properties	11,000.00	(5,651.02)
	<u>\$ 87,322.11</u>	<u>\$12,989.74</u>

(Unaudited)

I, Donald D. Boodel, Sr., President of Donly, Inc., Lydon, Inc., Puritas, Inc., and B.B.S. Enterprises, Inc., all Ohio corporations, hereby certify that I have examined the accompanying Balance Sheets of said companies as of March 31, 1974 and the Statements of Income for the period ended March 31, 1974 and, in my opinion, said statements present fairly the financial position of said Companies on March 31, 1974 and the results of their operations for the periods indicated, in accordance with generally accepted accounting principles applied on a consistent basis.

DONALD D. BOODEL, SR.
President

April 30, 1974
Chicago, Illinois

BOODEL CORPORATIONS
(Affiliated by Common Ownership)

BALANCE SHEET

March 31, 1974
(Unaudited)

	ASSETS						
	<u>Donly, Inc.</u>	<u>Lydon, Inc.</u>	<u>Puritas, Inc.</u>	<u>Total</u>	<u>B. B. S. Enterprises, Inc.</u>	<u>Intercompany Eliminations</u>	<u>Combined Total</u>
Current Assets							
Cash	\$ 19,670	\$ 31,682	\$ 21,873	\$ 73,225	\$ 20,821	\$ —	\$ 94,046
Due from officer	—	2,000	2,000	4,000	—	—	4,000
Intercompany receivable	—	—	—	—	139,562	(139,562)	—
Other receivables	380	—	59	439	56	—	495
Inventories—Food and paper (At lower of cost, on first-in, first-out basis, or market)	6,960	11,407	7,423	25,790	—	—	25,790
Inventory of operating supplies	1,597	955	718	3,270	—	—	3,270
Prepaid insurance	1,140	1,180	1,125	3,445	—	—	3,445
Gift certificates on hand	682	285	729	1,696	—	—	1,696
Deposits—Insurance and utilities ..	900	1,221	1,381	3,502	1,574	—	5,076
Total current assets	\$ 31,329	\$ 48,730	\$ 35,308	\$115,367	\$162,013	(\$139,562)	\$137,818
Property and Equipment (At Cost)							
Equipment and furnishings	\$ 24,245	\$ 41,113	\$ 35,601	\$100,959	\$ 2,273	\$ —	\$103,232
Leasehold improvements	121,483	76,282	28,544	226,309	—	—	226,309
Signs	13,846	16,151	9,500	39,497	—	—	39,497
Total cost	\$159,574	\$133,546	\$ 73,645	\$366,765	\$ 2,273	\$ —	\$369,038
Less—Accumulated depreciation ..	56,694	90,430	26,907	174,031	1,142	—	175,173
Net property and equipment	\$102,880	\$ 43,116	\$ 46,738	\$192,734	\$ 1,131	\$ —	\$193,865
Other Assets							
Rent security deposit	\$ 15,000	\$ 15,000	\$ 15,000	\$ 45,000	\$ —	\$ —	\$ 45,000
License fee, less accumulated amortization	1,500	812	2,700	5,012	—	—	5,012
Organization expense, less accumulated amortization	—	—	160	160	—	—	160
Total other assets	\$ 16,500	\$ 15,812	\$ 17,860	\$ 50,172	\$ —	\$ —	\$ 50,172
Total Assets	\$150,709	\$107,658	\$ 99,906	\$358,273	\$163,144	(\$139,562)	\$381,855

BOODEL CORPORATIONS
(Affiliated by Common Ownership)

BALANCE SHEET

March 31, 1974
(Unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	Donly, Inc.	Lydon, Inc.	Puritas, Inc.	Total	B. B. S. Enterprises, Inc.	Intercompany Eliminations	Combined Total
Current Liabilities							
Accounts payable	\$ 8,822	\$ 11,451	\$ 8,813	\$ 29,086	\$ 934	\$ —	\$ 30,020
Intercompany payables	41,343	29,416	68,803	139,562	—	(139,562)	—
Accrued expenses							
Salaries and wages	—	—	—	—	61,354	—	61,354
Professional fees	4,115	4,115	4,115	12,345	8,615	—	20,960
Rent and license fees	3,266	3,721	2,981	9,968	—	—	9,968
Real estate taxes (Additional rent)	1,595	2,410	2,390	6,395	—	—	6,395
Other expenses	5,623	4,582	5,863	16,068	5,057	—	21,125
Income taxes payable	—	63	273	336	2,294	—	2,630
Notes payable—Installment insurance premium loans	862	890	850	2,602	—	—	2,602
Current maturities of long-term debt	22,917	6,244	—	29,161	25,000	—	54,161
Distributions payable—Subchapter "S" undistributed taxable income	—	20,009	—	20,009	—	—	20,009
Total current liabilities	<u>\$ 88,543</u>	<u>\$ 82,901</u>	<u>\$ 94,088</u>	<u>\$265,532</u>	<u>\$103,254</u>	<u>\$(139,562)</u>	<u>\$229,224</u>
Long-Term Debt	\$ 77,500	\$ 6,244	\$ —	\$ 83,744	\$ 35,417	\$ —	\$119,161
Less—Current maturities							
(See above)	22,917	6,244	—	29,161	25,000	—	54,161
Total long-term debt	<u>\$ 54,583</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 54,583</u>	<u>\$ 10,417</u>	<u>\$ —</u>	<u>\$ 65,000</u>
Shareholders' Equity							
Regular corporations	\$ —	\$ —	\$ 5,818	\$ 5,818	\$ 49,473	\$ —	\$ 55,291
Small business corporations	7,583	24,757	—	32,340	—	—	32,340
Total shareholders' equity ..	<u>\$ 7,583</u>	<u>\$ 24,757</u>	<u>\$ 5,818</u>	<u>\$ 38,158</u>	<u>\$ 49,473</u>	<u>\$ —</u>	<u>\$ 87,631</u>
Total Liabilities and Shareholders' Equity	<u><u>\$150,709</u></u>	<u><u>\$107,658</u></u>	<u><u>\$ 99,906</u></u>	<u><u>\$358,273</u></u>	<u><u>\$163,144</u></u>	<u><u>\$(139,562)</u></u>	<u><u>\$381,855</u></u>

BOODEL CORPORATION
(Affiliated by Common Ownership)

STATEMENT OF INCOME

Year Ended March 31, 1974
(Unaudited)

	Donly, Inc.	Lydon, Inc.	Puritas, Inc.	Total	% of Combined Net Sales	B.B.S. Enterprises, Inc.	Intercompany Eliminations	Combined Total
Net Sales (and management service fee income—B.B.S. Enterprises, Inc. only) . . .	<u>\$678,752</u>	<u>\$754,881</u>	<u>\$711,227</u>	<u>\$2,144,860</u>	<u>100.00%</u>	<u>\$343,066</u>	<u>\$(343,066)</u>	<u>\$2,144,860</u>
Less Cost of Sales								
Food costs	<u>\$264,850</u>	<u>\$295,264</u>	<u>\$281,105</u>	<u>\$ 841,219</u>	<u>39.22%</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 841,219</u>
Paper costs	<u>26,533</u>	<u>29,273</u>	<u>27,577</u>	<u>83,383</u>	<u>3.89</u>	<u>—</u>	<u>—</u>	<u>83,383</u>
Total cost of sales	<u>\$291,383</u>	<u>\$324,537</u>	<u>\$308,682</u>	<u>\$ 924,602</u>	<u>43.11%</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 924,602</u>
% of net sales	<u>42.93%</u>	<u>42.99%</u>	<u>43.40%</u>	<u>43.11%</u>				
Gross Profit on Sales (and operating income—B.B.S. Enterprises, Inc. only)	<u>\$387,369</u>	<u>\$430,344</u>	<u>\$402,545</u>	<u>\$1,220,258</u>	<u>56.89%</u>	<u>\$343,066</u>	<u>\$(343,066)</u>	<u>\$1,220,258</u>
Operating Expenses								
Controllable expenses	<u>\$171,137</u>	<u>\$169,064</u>	<u>\$178,851</u>	<u>\$ 519,052</u>	<u>24.20%</u>	<u>\$142,333</u>	<u>\$ —</u>	<u>\$ 661,385</u>
Noncontrollable expenses	<u>211,832</u>	<u>221,978</u>	<u>221,979</u>	<u>655,789</u>	<u>30.57</u>	<u>186,339</u>	<u>(347,796)</u>	<u>494,332</u>
Total operating expenses	<u>\$382,969</u>	<u>\$391,042</u>	<u>\$400,830</u>	<u>\$1,174,841</u>	<u>54.77%</u>	<u>\$328,672</u>	<u>\$(347,796)</u>	<u>\$1,155,717</u>
Income from Operations	<u>\$ 4,400</u>	<u>\$ 39,302</u>	<u>\$ 1,715</u>	<u>\$ 45,417</u>	<u>2.12%</u>	<u>\$ 14,394</u>	<u>\$ 4,730</u>	<u>\$ 64,541</u>
Other income (expense)	<u>(3,101)</u>	<u>—</u>	<u>—</u>	<u>(3,101)</u>	<u>(.14)</u>	<u>5,530</u>	<u>(4,730)</u>	<u>(2,301)</u>
Income Before Pension Plan Contribution	<u>\$ 1,299</u>	<u>\$ 39,302</u>	<u>\$ 1,715</u>	<u>\$ 42,316</u>	<u>1.98%</u>	<u>\$ 19,924</u>	<u>\$ —</u>	<u>\$ 62,240</u>
Pension plan contribution	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>9,394</u>	<u>—</u>	<u>9,394</u>
Income Before Income Taxes	<u>\$ 1,299</u>	<u>\$ 39,302</u>	<u>\$ 1,715</u>	<u>\$ 42,316</u>	<u>1.98%</u>	<u>\$ 10,530</u>	<u>\$ —</u>	<u>\$ 52,846</u>
Income taxes								
Federal	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 373</u>	<u>\$ 373</u>	<u>.02%</u>	<u>\$ 2,294</u>	<u>\$ —</u>	<u>\$ 2,667</u>
City	<u>13</u>	<u>393</u>	<u>17</u>	<u>423</u>	<u>.02</u>	<u>105</u>	<u>—</u>	<u>528</u>
Total income taxes	<u>\$ 13</u>	<u>\$ 393</u>	<u>\$ 390</u>	<u>\$ 796</u>	<u>.04%</u>	<u>\$ 2,399</u>	<u>\$ —</u>	<u>\$ 3,195</u>
Net Income for Year	<u>\$ 1,286</u>	<u>\$ 38,909</u>	<u>\$ 1,325</u>	<u>\$ 41,520</u>	<u>1.94%</u>	<u>\$ 8,131</u>	<u>\$ —</u>	<u>\$ 49,651</u>
Earnings Per Share (based on outstanding shares)	<u>(Page 5)</u>	<u>(Page 5)</u>	<u>(Page 4)</u>			<u>(Page 4)</u>		
	<u>\$10.72</u>	<u>\$216.16</u>	<u>\$11.04</u>			<u>\$45.17</u>		